

PAGE 1

"MILLENNIUM BIOTHERAPEUTICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MILLENNIUM PHARMACEUTICALS, INC." UNDER THE
NAME OF "MILLENNIUM PHARMACEUTICALS, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 1999, AT 9:30 O'CLOCK A.M.

[illegible]

Edward A. Snell

Edward J. Freel, Secretary of State

2322355 8100M

001016341

AUTHENTICATION: 0201587

DATE: 01-14-00

DEC 20 1999 10:23 FR HALE AND DORR LLP

STATE OF DELAWARE
TO 138267485081
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/21/1999
991550845 - 2322355

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MILLENNIUM BIOTHERAPEUTICS, INC.
(a Delaware corporation)

INTO

MILLENNIUM PHARMACEUTICALS, INC.
(a Delaware corporation)

Millennium Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 13th day of January, 1993, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the voting stock of Millennium BioTherapeutics, Inc., a corporation incorporated on the 27th day of May, 1997 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, at a meeting duly held on the 13th day of October, 1999, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Millennium BioTherapeutics, Inc., a Delaware corporation, of which the Corporation owns 100% of the outstanding voting stock, into the Corporation;

RESOLVED: That the Chief Executive Officer, the President, the Chief Financial Officer, the General Counsel and Secretary or Assistant Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Millennium BioTherapeutics, Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Millennium BioTherapeutics, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

138267485081

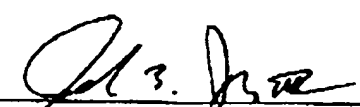
IN WITNESS WHEREOF, Millennium Pharmaceuticals, Inc. has caused this Certificate to be signed by Mark J. Levin as President and attested by John B. Douglas, III as Secretary, this 21st day of December, 1999.

MILLENNIUM PHARMACEUTICALS, INC.

By: 

Mark J. Levin
President

ATTEST:


John B. Douglas, III

FOR FILING